



The David J. Joseph Company

RECORDATION NO. 16794-A FILED

MAY 19 '04

2-53 PM



May 14, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0006

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed one (1) original and one (1) certified copy of the Memorandum of Assignment and Assumption Agreement dated as of June 4, 1999, between the following parties:

Assignee: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Assignor: FMB Bank (formerly known as The First National Bank of Maryland)  
25 South Charles Street  
Baltimore, MD 21201

Please see Schedule A attached hereto for the equipment, (20) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 4, 1999, related to twenty (20) locomotives bearing reporting marks WC 582-1557, non-inclusive.

Please file this as a secondary document under the Recordation Number 16794-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 16794.

The filing fee for this document in the amount of \$30.00 is included in the enclosed check. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082

Sincerely,

Barbara A. Brzezicki  
Contract Administrator

Enclosures

4M

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This memorandum of assignment and assumption agreement (the "Memorandum of Assignment and Assumption") for twenty (20) locomotives is entered into as of June 4, 1999, by and between **FMB BANK (formerly known as The First National Bank of Maryland)**, a Maryland banking corporation ("Assignor") and **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Assignee").

**WITNESSETH**

1. Assignor has agreed to assign to Assignee that Equipment Lease, Lease Supplement No. 1 and Tax Indemnification Agreement, each dated March 16, 1990, between FMB Bank (formerly known as The First National Bank of Maryland), as Lessor, and Wisconsin Central Ltd., as Lessee (collectively, the "Lease") for twenty (20) locomotives bearing the railroad reporting markings set forth on Schedule A.

2. This Memorandum of Assignment and Assumption shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term, the Base Term and the Renewal Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment and Assumption to be signed and sealed by their respective corporate officers as of the date and year first above written.

**WITNESS:**

*N. Gould Ky*

**FMB BANK (formerly known as The First National Bank of Maryland)**

By: *Richard M. Folio*

Richard M. Folio  
Vice President

**WITNESS:**

*Shelley Bacon*

**DJJ TRANSPORTATION SERVICES, INC.**

By: *Paul E. Loebig*

Paul E. Loebig,  
Vice President

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**SURFACE TRANSPORTATION BOARD**

STATE OF MARYLAND )  
 )SS:  
CITY OF BALTIMORE )

On this 4<sup>th</sup> day of June, 1999, before me the subscriber, a Notary Public duly commissioned, qualified and acting, within and for said City and State, appeared in person the within named Richard M. Folio, to me personally known, who stated and acknowledged that he is the Vice President of FMB Bank (formerly known as The First National Bank of Maryland), a Maryland banking corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4<sup>th</sup> day of June, 1999.

My commission expires: \_\_\_\_\_

7/1/2001

*Christina D. Carr*  
(Notary Signature)

STATE OF OHIO                    )  
  )SS:  
COUNTY OF HAMILTON)

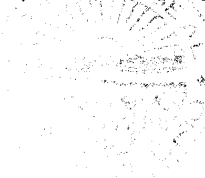
On this 4<sup>th</sup> day of June, 1999, before me the subscriber, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul E. Loebig, to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4<sup>th</sup> day of June, 1999.

My commission expires:

July 22, 2002

Shelley Bacon  
(Notary Signature)



SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

## **SCHEDULE A**

### **LIST OF LOCOMOTIVES**

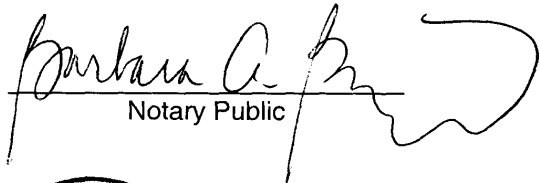
- Group A:** Four (4) EMD SW 1200 Locomotives Road #'s WC 1232, 1235, 1236 and 1237.
- Group B:** Seven (7) EMD SW 1500 Locomotives Road #'s WC 1550, 1551, 1553, 1554, 1555, 1556, 1557.
- Group C:** Nine (9) EMD SDL 39 Locomotives Road #'s WC 582 – 590, inclusive.

### **PRO RATA PURCHASE PRICE**

- Group A:** \$170,000.00
- Group B:** \$265,000.00
- Group C:** \$265,000.00

**CERTIFICATE**

The undersigned, Barbara A. Brzezicki, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

  
Notary Public



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006